

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Estimated average burden  
 hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Soroban Opportunities Master Fund LP</b>  (Last) (First) (Middle) <b>WALKERS CORPORATE LIMITED, 27 HOSPITAL ROAD</b>  (Street) <b>GEORGETOWN, GRAND CAYMAN, E9 KY1-9008</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Altice USA, Inc. [ATUS]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>06/01/2021</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director      ___X 10% Owner ___ Officer (give title below)      ___ Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person ___X Form filed by More than One Reporting Person
---	--	---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.01 per share	06/01/2021		S		4,000,000	D	\$ 35.22	27,000,000	D (U)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Soroban Opportunities Master Fund LP WALKERS CORPORATE LIMITED 27 HOSPITAL ROAD GEORGETOWN, GRAND CAYMAN, E9 KY1-9008		X		
Soroban Capital GP LLC 55 W 46TH STREET 32ND FLOOR NEW YORK, NY 10036		X		

Soroban Capital Partners LP 55 WEST 46TH STREET 32ND FLOOR NEW YORK, NY 10036		X		
Soroban Capital Partners GP LLC 55 W 46TH STREET 32ND FLOOR NEW YORK, NY 10036		X		
MANDELBLATT ERIC C/O SOROBAN CAPITAL PARTNERS LP 55 WEST 46TH STREET, 32ND FLOOR NEW YORK, NY 10036		X		

## Signatures

SOROBAN OPPORTUNITIES MASTER FUND L.P., By: Soroban Capital GP LLC, its general partner, By: /s/ Eric W. Mandelblatt, Managing Partner		06/03/2021
**Signature of Reporting Person		Date
SOROBAN CAPITAL GP LLC, By: /s/ Eric W. Mandelblatt, Managing Partner		06/03/2021
**Signature of Reporting Person		Date
SOROBAN CAPITAL PARTNERS LP, By: Soroban Capital Partners GP LLC, its general partner, by: /s/ Eric W. Mandelblatt, Managing Partner		06/03/2021
**Signature of Reporting Person		Date
SOROBAN CAPITAL PARTNERS GP LLC, By: /s/ Eric W. Mandelblatt, Managing Partner		06/03/2021
**Signature of Reporting Person		Date
ERIC W. MANDELBLATT, /s/ Eric W. Mandelblatt		06/03/2021
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported shares are held in the account of Soroban Opportunities Master Fund LP, which is a reporting person. Soroban Capital GP LLC may be deemed to beneficially own the reported shares by virtue of its role as general partner of Soroban Opportunities Master Fund LP. Soroban Capital Partners LP may be deemed to beneficially own the reported shares by virtue of its role as investment manager of Soroban Opportunities Master Fund LP. Soroban Capital Partners GP LLC may be deemed to beneficially own the reported shares by virtue of its role as general partner of Soroban Capital Partners LP. Eric W. Mandelblatt may be deemed to beneficially own the reported shares by virtue of his role as Managing Partner of Soroban Capital Partners GP LLC. Each of Soroban Capital GP LLC, Soroban Capital Partners LP, Soroban Capital Partners GP LLC and Eric W. Mandelblatt disclaim beneficial ownership of the reported shares except to the extent of his or its pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.